ALLOR • CLARETTI • SCALISI • GUARA • CUNNIFFE

MARVEL

RIVALS

HELLFIRE GALA

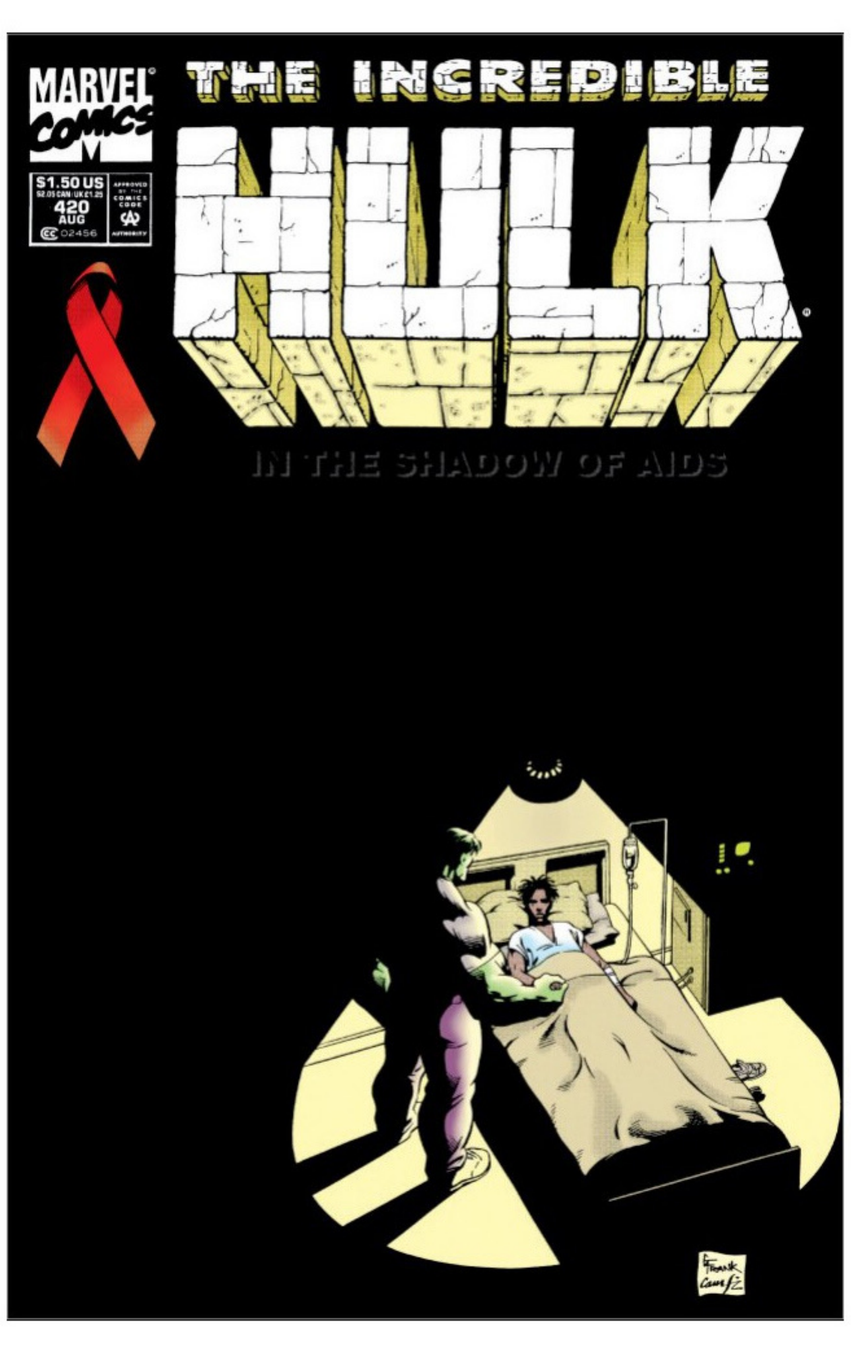
MARVEL

1

RATED **T**

"The only meaningful power is the power we have to help each other. And no power is greater than love, Rick. It's very cornball. It's also true."

— **Peter David** in *Incredible Hulk #467*



"Peter's Hulk was a green beacon at the point when I was breaking into comics. It seemed to be the one book at Marvel without an 'X' on it that really got fans excited. When I came aboard, I couldn't believe how welcoming and generous Peter was to a young artist with no real track record, and the humanity in his characters became a template for the kind of books I would always want to make.

"Even today, thirty years later, the majority of fans I meet open with, 'I loved that Peter David run on Hulk.' Special books. Special writer."

— Gary Frank

"Peter was always thinking around corners. Whenever he got a new assignment, his approach would be, 'Okay, what does everyone expect from this series? Great, let's do something else.' And he'd show you a different angle, a different approach, that would suddenly illuminate the characters in a whole new way. He wasn't an 'Everything you know is wrong' guy, but he was definitely an 'Okay, what else?' guy. And it worked—for him, for the books, for his legion of readers. He'd give you something no one else could."

— Kurt Busiek

PETER DAVID

1956-2025

Marvel is saddened by the passing of Peter David, an incredible writer whose talents affected every part of the comics world and beyond.

David's twelve-year run on *Incredible Hulk* was remarkable not only for its length, but also for the depth of ideas, innovations and clever writing. His influence on the character has extended through the years and from page to screen.

He created Spider-Man 2099, one of the first multiversal Spider-Men, and wrote three smart, charming and character-focused *X-Factor* runs. He brought his talents to the rest of the comics industry, including DC's *Young Justice*, *Aquaman* and *Supergirl*. He has written many shelves' full of novels, from his own *Sir Apropos of Nothing* to many ground-breaking Star Trek novels. His column for the *Comics Buyer's Guide*, "But I Digress," gave insights into the comic book industry for more than a decade.

On television, he was the co-creator of *Space Cases* and wrote episodes of *Babylon 5*. He also wrote the films *Oblivion* (1994) and two entries in the *Trancers* series. He has won numerous awards, including an Eisner, an Inkpot, a *Wizard* Fan Award and a GLAAD Media Award.

He is survived by his wife Kathleen and his children Shana, Gwen, Ariel and Caroline.

PHOTO BY KATHLEEN O'SHEA DAVID

WRITER
PAUL ALLOR

ARTISTS
LUCA CLARETTI;
DANIEL SCALISI;
IG GUARA

COLOR ARTIST
DEE CUNNIFFE

LETTERER
VC's JOE SABINO

COVER ARTIST
SIMONE DI MEO

VARIANT COVER ARTISTS
CHRISSIE ZULLO;
ADAM WARREN & LEE DUHIG;
MATTEO LOLLI & FEDERICO BLEE;
AKA; NETEASE GAMES (MARVEL RIVALS)

PRODUCTION
JASMINE ALVAREZ

DIGITAL COMICS SPECIALIST
ANNIE CHENG

SR. MANAGER, DIGITAL
TIM SMITH 3

DESIGNER
KAT WALKINGTON

ASSISTANT EDITOR
EMERALD BENSADOUN

EDITOR
JORDAN D. WHITE

EDITOR IN CHIEF
C.B. CEBULSKI

MARVEL GAMES

CREATIVE DEVELOPMENT MANAGER
DAKOTA MAYSONET

SENIOR ART DIRECTOR
DAN LaDUCA

EXECUTIVE PRODUCER
DANNY KOO

NETEASE GAMES

LEAD NARRATIVE DESIGNER
JINGHUA

NARRATIVE DESIGNER
DONGER

ART DIRECTOR
DINO

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HELLO AGAIN, READERS AND GAMERS! WHEN I SAY ***HELLFIRE***, YOU SAY ***GALA!***

HELLFIRE!

...

HELLFIRE!

...

I CAN'T HEAR YOU, BUT YOU SAID IT, RIGHT?

EITHER WAY, ***HELLFIRE GALA!*** AN ANNUAL CELEBRATION ON THE MUTANT ISLAND OF KRAKOA. WHERE OUTSIDERS ARE INVITED TO PAR-***TAY*** THE NIGHT AWAY!

WELL, NOT ***EVERYONE*** IS PARTYING. FOR STORM, THE HELLFIRE GALA IS A ***TOTAL*** BUSINESS AFFAIR.

I KNOW IT ***LOOKS*** LIKE SHE'S JUST WALKING AROUND, TO YOU NON-COSMIC ENTITIES. BUT I KNOW BETTER. SHE'S ***WORKING HARD*** TO MAKE SURE EVERYTHING GOES WELL!

COOLING ***DOWN*** THE TEMPERATURE OF DRINKS, WARMING ***UP*** THE GROUND BENEATH BAREFOOT GUESTS' FEET.

MAKING SURE THE WIND BLOWS PERFECTLY IN EVERY REVELER'S FAVOR, RUFFLING THEIR HAIR JUST RIGHT, MAKING THEM AS BEAUTIFUL AND HANDSOME AS POSSIBLE, IN THAT SPECIAL WAY ONLY A LIGHT BREEZE CAN DO.

YOU KNOW WHAT I'M TALKING ABOUT?

YEAH...

...YOU ***KNOW*** WHAT I'M TALKING ABOUT!

IT'S GOING WELL, ORORO.

EVEN IF STAR-LORD KEEPS ASKING THE STRING QUARTET TO "PLAY SOMETHING BY T. REX."--WHATEVER ***THAT*** IS.

THAT'S EMMA FROST! ANOTHER X-MEN. X-MAN? X-LADY?

ANOTHER MUTANT FIGHTER! AND ONE WHO CAN TALK TO OTHERS USING ONLY HER ***MIND!*** ALL PSYCHIC-LIKE!

AND MOST OF THE MEN ARE DRESSED IN PLAIN TUXEDOS. SO PEDESTRIAN. SO ***UNINSPIRED.***

YOU HAVE SUPER-POWERS, GENTLEMEN. I ***BEG*** YOU TO ROB A BANK AND HIRE A STYLIST.

WITH THE EXCEPTION OF ***THESE*** MAGNIFICENT MEN...

HIS MAJESTIES. IT'S GOOD TO SEE YOU ROYAL PEERS ENGAGED IN CIVIL CONVERSATION.

WITH CAPTAIN AMERICA PLAYING ***PEACEMAKER***, NO DOUBT.

I DO NOT ***NEED*** A PEACEMAKER, EMMA. AND T'CHALLA IS ***NOT*** MY EQUAL.

ONE OF US RULES A MERE NATION. THE OTHER AN ***OCEAN.***

AM I MEANT TO BE INSULTED BY THIS? EQUALITY IS ***INNATE***, NAMOR. NOT SUBJECT TO CHANGES IN WEALTH AND STATION.

BUT YOUR INFORMATION IS OUT OF DATE.

THE INTERGALACTIC EMPIRE OF WAKANDA IS AN ***OCEAN OF STARS.***

STARS AS FAR AS THE EYE CAN SEE!

IT'S STILL *DAYTIME*, LOGAN.

NOT THOSE KINDS OF STARS. ALL THESE HOITY-TOITY VIPs FROM ALL ACROSS THE MULTIVERSE. AND YOU'RE OVER HERE BY YOURSELF, ILLYANA.

HMM. IN LIMBO, WHERE I WAS RAISED, THERE IS...LITTLE CAUSE FOR CELEBRATION. I'M NOT USED TO IT.

WELL, YOU COULD START BY LEAVING YOUR SWORD BACK IN YOUR BUNK. WE'RE HERE TO CELEBRATE, NOT TO *FIGHT.*

AND I SUPPOSE *THE WOLVERINE* CAME UNARMED?

HEH.

WOULDN'T *THAT* BE NICE.

SNIKT

YOU'RE RIGHT. I SHOULD MAKE SOME ATTEMPT TO RELAX. NO ONE HERE NEEDS MY--

--HELP?!

SMASH

MAGIK! GET DOWN!

AHHHH! ULTRON'S ROBOTS JUST ATTACKED THE PAR-TAY!

SAVE THE STREAMERS!

PROTECT THE CANAPES!

DEFEND THE CIVILIANS!

THAT TOO!

IF YOU DARE FIRE--

IT WON'T, NAMOR!

FINE, BLACK PANTHER. PERHAPS WE ARE NOT WHOLLY UNEQUAL IN EVERY WAY.

YOUR GENEROSITY OF SPIRIT ALWAYS HUMBLES ME, NAMOR.

TRULY?

NO!

PSYLOCKE! YOU BROUGHT YOUR SWORD TO THE PARTY?

DIDN'T EVERYBODY?

AND YOUR UNIFORM--

WAS ON UNDER MY DRESS. AGAIN, LIKE EVERYONE!

SOMETHING IS WRONG. HOW DID THESE THINGS GET THROUGH THE GATES' SECURITY?

AND THESE ARE ULTRON'S ROBOTS. BUT...WHERE'S ULTRON?

OH YEAH! WHERE IS ULTRON?

LET'S LOOK AROUND THE ISLAND!

HEY! BEHAVE, YOU TWO!

BOOP!

OH, RELAX, THING! JEFF AND TIPPY ARE TOTALLY BEST FRIENDS!

BOOP!

BOOOM!

WOW, LISTEN TO THAT PARTY. IT'S REALLY RAGING!

YEAH, SQUIRREL GIRL. IT AIN'T MY STYLE, BUT THEM MUTANTS KNOW HOW TO THROW A FANCY SHINDIG.

MAYBE WE SHOULD...CHECK IT OUT?

COULD BE FUN!

YES! CHECK IT OUT! THEY NEED YOUR HELP!

NAHHHH!

SPIDERS & SYMBIOTES

EMERALD BENSADOUN, **KAITLYN LINDTVEDT** & **KAEDEN McGAHEY** - Assistant Editors
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NICK LOWE - Executive Editor

THE LOWE-DOWN

MY AUGUST WEB-HEADS! No, I'm not categorizing you to a month--I'm using the "respected and impressive" meaning of "august"! Appropriately, there are two august launches this August! After last month's Gwen-centric events, we were forced to launch ALL-NEW SPIDER-GWEN: THE GHOST-SPIDER with the tremendous team of STEPHANIE PHILLIPS & PAOLO VILLANELLI! Gwen's got a new costume and SO MUCH MORE that I don't want to spoil. Speaking of spoiling, we're spoiling you with a new BLACK CAT series by G. WILLOW WILSON & GLEB MELNIKOV! That's right--Felicia's back, and due to things happening in AMAZING SPIDER-MAN, Felicia's going to make a go at being a super hero instead of a super-thief! This is Felicia at her smart, savvy, and sexy best, as you can tell from the Adam Hughes covers! Perhaps she will end up being our most august hero!

Keep Thwippin',
Nick Lowe
Spider-Editor

THIS MONTH'S HOST

NAME: Torunn Grønbekk

TITLE: Writer

WORKS ON:
SPIDER-GIRL

WHO IS YOUR IRL SUPER HERO?

My older sister Hilde. Growing up, she was the one who introduced me to all the cool mischief. She's my personal goth-y cheerleader--fearless, brilliant, and with impeccable taste in music.

WHICH SPIDER-MAN VILLAIN DO YOU MOST RESONATE WITH?

I could go the diplomatic route and say Black Cat--or be honest and say Cletus Kasady. (I know, but listen, he makes some good points.)

IF YOU COULD GIVE YOUR YOUNGER SELF ONE PIECE OF ADVICE, WHAT WOULD IT BE?

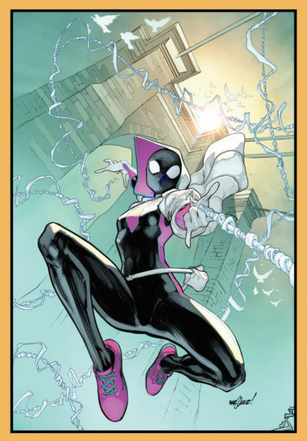
Remember what you are and where you came from.

NEED YOUR SPIDER-FIX WHILE YOU WAIT FOR NEXT ISSUE?

THWIP-LIST

- ❑ ALL-NEW VENOM #9
- ❑ AMAZING SPIDER-MAN #9
- ❑ GWENPOOL #4
- ❑ MARVEL RIVALS: HELLFIRE GALA #1

- ❑ EDDIE BROCK: CARNAGE #7
- ❑ MILES MORALES: SPIDER-MAN #36
- ❑ ALL-NEW SPIDER-GWEN: THE GHOST-SPIDER #1



- ❑ AMAZING SPIDER-MAN #10
- ❑ BLACK CAT #1
- ❑ DEATH OF THE SILVER SURFER #3
- ❑ MARVEL KNIGHTS: THE WORLD TO COME #3
- ❑ SPIDER-GIRL #3
- ❑ JEFF THE LAND SHARK #3
- ❑ MILES MORALES: SPIDER-MAN #37
- ❑ SPIDER-VERSE VS. VENOMVERSE #4

PANEL OF THE MONTH:
ALL-NEW VENOM #9
page 13, panel 4
art by CARLOS GÓMEZ & FRANK D'ARMATA

EDGE OF THE VARIANT-VERSE

We in the Spider-Office are no stranger to variants, we've got a Spider-Verse full of 'em. It's hard to narrow it down, but check out our favorite variant cover of the month.

BLACK CAT #1
Variant Cover by DERRICK CHEW

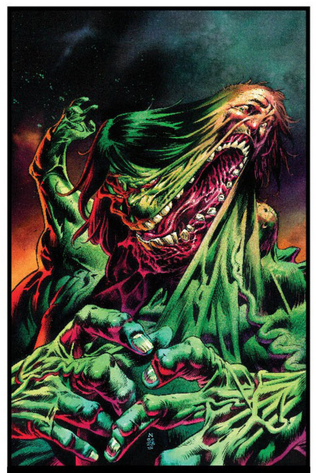
GAMMA CORNER

IS HE SPIDER, OR IS HE SYMBIOTE...OR IS HE NEITHER?

Someone has been taking people close to Hulk, and now they're on a big, green collision course with our big, green hero!

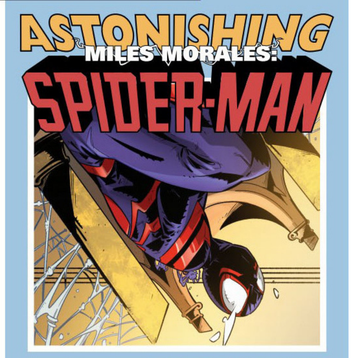
HULK THOUGHT HULK WAS OUT--HULK GET DRAWN BACK IN!

Hulk is just starting to get used to this whole "being left alone" thing he's been seeking for so many years when he gets pulled back into other people again. He's heading back to New Orleans, where some settled business has unsettled itself.



INCREDIBLE HULK #28
On sale 8/27

CHECK OUT:



Don't miss MILES MORALES: SPIDER-MAN scribe CODY ZIGLAR and PHOENIX artist ALESSANDRO MIRACOLO's thrilling next chapter for Miles!

MARVEL UNLIMITED

GAH! ULTRON'S ROBOTS ARE SWARMING ALL OVER KRAKOA. BUT WHAT ABOUT ULTRON HIMSELF?

WHAT IS HE *UP* TO?

THIS IS A LITTLE TOO SPOOKY FOR ME. LET'S SEE WHAT'S HAPPENING BACK AT THE PARTY.

OR WHAT *USED TO BE* THE PARTY!

WE NEED TO TAKE *CONTROL* OF THIS SITUATION, PEOPLE!

STORM! DO YOU HAVE AN ISLAND-WIDE SITREP?

HEY! SHE DOESN'T WORK FOR YOU, BUB.

IT'S FINE, LOGAN.

NO...HE'S ***RIGHT***, ORORO. THIS IS YOUR ISLAND AND ***YOUR*** COMMAND.

CONSIDER ME A ***LOYAL SOLDIER.***

HMM.

THE ***SITUATION***, CAPTAIN, IS THAT ULTRON HAS CORRUPTED ARAKKO--AND USED IT TO HACK THROUGH THE PORTALS. BUT THAT'S JUST A WORKING THEORY.

WHAT WE KNOW FOR SURE IS THAT KRAKOA IS NEARLY EVACUATED AND THE GATES ARE CLOSED. WE'RE ALL ALONE ON THIS ISLAND.

AND THERE'S ***MORE*** WHERE THAT CAME FROM, JEFF!

HA!

YER SPLASHIN' A ***SHARK***, THING! I DON'T THINK HE MINDS.

AND, SQUIRREL GIRL, THAT SALT WATER IS GONNA BE HECK TO GET OUT OF YOUR FUR. NOT YOUR BEST--

--***PLAN.*** AND THAT PLAN IS, WE'RE FIGHTING OUR WAY TOWARD--

THE CRADLE!

AND IN THE CRADLE IS CEREBRO. AND IN ***CEREBRO*** IS, WELL...

...THE GENETIC INFORMATION OF ***EVERY MUTANT IN THE MULTIVERSE.***

WHOEVER CONTROLS CEREBRO CONTROLS... MUTANTS. ***ALL*** THE MUTANTS.

STORM! CAN YOU SEE THE CRADLE FROM UP THERE?

I... YES, BLACK PANTHER. I SEE IT.

AND I SEE...

...AN ARMY.

BIGGER THAN OURS?

UNLESS WE'VE GOT SOLDIERS WE DON'T KNOW ABOUT, PSYLOCKE.

RRR RRRRR! RRR RRRR RRRR RRRRRRRR! RRR RRR RRRR!

YOU'VE GOT MOVES, ROCKET!

HEY, DID THEY JUST...STOP MOVING? WHY DID THEY STOP--?

BECAUSE I ORDERED THEM TO.

WHY DAMAGE WHAT WILL SOON BE MINE?

I NEED NOT DEFEAT YOU IN BATTLE--NOT WHEN YOUR NATURAL INFERIORITY WILL BE YOUR UNDOING.

WELL, BRAG, BRAG, BRAG.

IN CASE YOU DIDN'T NOTICE, WE WERE SLICING YOUR TIN CANS APART, ONE BY ONE.

A TEMPORARY CONCERN, WOLVERINE.

MY MIND-VIRUS IS TAKING OVER CEREBRO AS WE SPEAK. AND WHEN IT IS FINISHED?

I'LL CONTROL CEREBRO. AND KRAKOA. AND **ALL** OF YOU.

BUT PLEASE, KEEP DESTROYING MY CREATIONS. IT SEEMS TO BRING YOU PLEASURE.

AND THERE'S PRECIOUS LITTLE OF THAT IN YOUR **FUTURE.**

X-MEN...

...WE HAVE A TERRIBLE DECISION TO MAKE. AND WE MUST MAKE IT ON BEHALF OF **ALL** MUTANTKIND.

REALLY, EMMA? SEEMS TO ME LIKE ULTRON'S MADE THE DECISION FOR US. WHAT DO YOU SAY, MAGIK?

I AGREE. THERE IS TRULY **NOTHING** TO DISCUSS.

AND DO YOU ALL CONCUR?

IT MATTERS NOT TO ME. MY LOYALTIES LIE WITH THE OCEAN, NOT WITH YOUR PETTY ABOVE-WORLD--

WE KNOW, NAMOR.

YOU'RE A REBEL WITH SEVERAL CAUSES, NONE OF WHICH CONCERN YOUR FELLOW MUTANTS.

THANK YOU. IT IS NOT UNPLEASANT TO NOT BE MISUNDERSTOOD.

AS I SEE IT, THE CHOICE IS SIMPLE. ULTRON IS A **DEMON**. DEMONS HAVE NO ETHICAL BOUNDARIES. AND WITH ALL THAT KNOWLEDGE AND ALL THAT GENETIC INFO, ULTRON COULD DO--

--THE **UNTHINKABLE**.

WE KNOW ULTRON IS EVIL... BUT WITH THAT KIND OF POWER...

...I FEAR WE'LL DISCOVER THE **TRUE DEPTHS** OF HIS MORAL DEPRAVITY.

HOW LOW-- --CAN YOU GO?

HOW LOW-- --CAN YOU GO?

THEN IT'S AGREED. WE **DESTROY** CEREBRO. WE **END** MUTANT RESURRECTION. AND THEN...

...WE ALL MUST DIE!

YOU KNOW... SOMEDAY.

THINGS ARE GETTING *PRETTY EXCITING* HERE ON KRAKOA!

LET ME CATCH YOU UP ON WHAT'S HAPPENING!

GHA! STOP BRINGING ME FISH, JEFF!

WE HAVE *ENOUGH* FISH!

AND WHILE SQUIRREL GIRL AND JEFF TACKLE THE BIG ISSUES...

...THERE'S ALSO A *BATTLE* GOING ON.

ULTRON!

SHOW YOURSELF, YOU *TRIVIAL AUTOMATON!*

REFOCUS, STORM!

WE MUST REACH CEREBRO AND KEEP ULTRON FROM GETTING HIS HANDS ON IT...

...EVEN IF WE HAVE TO *SMASH* OUR WAY IN!

ANY PARTICULAR THOUGHTS ON HOW TO DO SO, EMMA?

YES, T'CHALLA...

...WITH THE *HARDEST* SUBSTANCE ON EARTH.

SMASH

FWOM

CRACK

GHAAA!

GHRAAAA--

AHHH, THAT'S NICE.

=SLURP=

AND YOU?

=SLURP=

AND YOU, ROCKET?

DO I **LOOK** LIKE A PET, SQUIRREL GIRL? YOU KNOW I'VE INVENTED SEVERAL PIECES OF HIGH-TECH WEAPONRY, RIGHT?

YOU **LOOK** LIKE SOMEONE WHO WOULD ENJOY SOME ICE CREAM.

I CAN SHOW THEM TO YOU, IF YOU--

...

=SLURP=

AND YOU SHOULD SHOW YOUR TECH TO ***THE THING.*** I THINK HE WOULD REALLY ***APPRECIATE*** THAT!

I'M NOT USED TO THIS KIND OF TECH.

HOW DO WE ***SAVE CEREBRO?*** JUST GIVE ME AN ORDER, AND I'LL--

SAVE CEREBRO? WE DON'T HAVE TIME FOR THAT, CAP.

WE'RE HERE TO ***DESTROY*** CEREBRO.

WELL, WHATEVER YOU PLAN TO DO, PLEASE DO IT *FAST!*

WHY, SAI? YOU GOT SOMEWHERE TO BE?

MUST YOU ALWAYS BE SO BLITHE, LOGAN?

ONLY WHEN MY LIFE IS IN DANGER. SO PRETTY MUCH ALWAYS, YEAH.

I'M SORRY, SAI, ILLYANA...AND LOGAN, I SUPPOSE. I JUST CRAWLED THROUGH TWO DOZEN KILLER ROBOTS AND A TINY HOLE IN THE WALL.

AND I'M A LITTLE CLAUSTROPHOBIC.

STORM, *NO!*

SMASH

THEY'RE DRAGGIN' US OUT OF THE CRADLE! AND CEREBRO IS *STILL INTACT!*

THEY'RE TAKIN' US ALL OUT!

NO! IF ULTRON GAINS CONTROL OF CEREBRO, HE GAINS *CONTROL OF MUTANT-KIND!*

WE *CAN'T* LET IT FALL INTO THE HANDS OF OUR ENEMIES!

SO, WHEN YOU NEED TO TAKE OUT A WHOLE LOTTA ENEMIES, IT JUST LOOPS AROUND AND AROUND AND AROUND, RELOADING ITSELF. LIKE ***UNLIMITED AMMO!***

AND THIS BABY, HERE! THIS IS MY PROUDEST CREATION. THE ***BATTLE REBIRTH BEACON.*** I PLANT IT IN THE GROUND, AND THE NEXT PERSON WHO DIES IN BATTLE? ***BOOM!*** BACK TO LIFE! PLUS--

ROCKET! ***ENOUGH!***

IF I WANTED TO SPEND MY VACATION HEARIN' ABOUT SCIENCE STUFF, I WOULDA BROUGHT ***REED*** ALONG!

AWWWW MAN. AND NOW THE COOLER IS EMPTY. DO YOU KNOW--

--WHAT THIS ***MEANS?*** DO YOU HAVE ***ANY*** IDEA WHAT YOU'VE ***DONE?***

IF YOU HAD TOLD ME THE PLAN...LET ME DISCUSS IT--

WHY? I THOUGHT YOU WERE A ***LOYAL SOLDIER.*** LOYALTY MEANS NOTHING IF IT BUCKLES AND BREAKS UNDER THE SLIGHTEST WEIGHT OF DISSENT.

YOU STAR-SPANGLED ***HYPOCRITE.***

DEFYING A RECKLESS ORDER IS LOYALTY TO A *HIGHER* CAUSE. AND I WILL NOT--

STOP IT, *BOTH* OF YOU!

ORORO, CAP IS JUST DOING WHAT HE THINKS IS RIGHT. AND AFTER HE EXPLAINED IT TO ME, I AGREE WITH--

ENOUGH TALK!

YOU'VE *DOOMED* MUTANTKIND!

YOU'VE *DOOMED* US ALL!

KEEP FIGHTING, X-MEN! WE HAVE TO GET BACK INSIDE!

BUT THE ROBOT WALL IS THREE TIMES AS THICK NOW. WE NEED A NEW PLAN, STORM! WE CAN'T FIGHT THESE ROBOTS *AND* BLACK PANTHER *AND* CAPTAIN AMERICA.

I'M WORKING ON IT, WOLVERINE.

WELL... *EMMA* IS WORKING ON IT. MY DISCUSSION WITH CAPTAIN AMERICA AND BLACK PANTHER DID NOT END WELL.

"SHE'S TAKING A MORE *DIPLOMATIC* APPROACH."

YOU **FOOLISH** CAPTAIN. YOU HAVE NO IDEA WHAT YOU'RE TALKING ABOUT.

CEREBRO IS MORE THAN **JUST** A MACHINE. IT CONTAINS THE GENETIC INFO OF **EVERY** MUTANT ON THE PLANET. IT ALLOWS US TO **RESURRECT**--TO RETURN FROM THE DEAD.

AND IF THAT INFORMATION FALLS INTO ULTRON'S HANDS... WHO **KNOWS** WHAT HE COULD DO. SO IT **MUST** BE DESTROYED. WE SHOULD--WE **MUST**-- BE ALLIES HERE!

I UNDERSTAND **ALL** OF THAT.

BUT TO **DESTROY** CEREBRO? END THE X-MEN'S RESURRECTION PROTOCOLS? NO, MS. FROST.

THAT DOESN'T WORK FOR ME.

THAT DOESN'T-- WHO ARE **YOU** TO **SAY** THAT? WHO ARE YOU TO HAVE **ANY** SAY IN THE FUTURE OF MUTANTKIND?

WE MUTANTS WERE **BORN** FOR GREATNESS. YOU'RE JUST SOME FASCIST GOVERNMENT'S LITTLE **SCIENCE EXPERIMENT.**

YOU CAN HATE ME ALL YOU WANT, EMMA. I'LL STILL FIGHT FOR YOU. AND I'LL STILL FIGHT FOR WHAT'S **RIGHT.**

YOU ARROGANT **TOY SOLDIER!**

OOF! EVEN FOR THE SENTINEL OF LIBERTY, THAT HAD TO ***HURT!***

IT'S NOT... ***ARROGANCE!***

IN MY TIMELINE-- I WASN'T UNFROZEN UNTIL THE YEAR 2099. THE DISTANT FUTURE, FOR MOST OF YOU.

I HAVE SEEN YOUR DAYS OF FUTURE PAST. I KNOW HOW IMPORTANT MUTANTS ARE TO THE FUTURE OF HUMANITY. AND HOW HUNTED--AND PERSECUTED-- YOU ARE.

SO I KNOW HOW IMPORTANT YOUR RESURRECTION PROTOCOLS ARE.

AND I WILL ***NOT*** LET YOU THROW IT AWAY. I ***ESTEEM*** YOU FAR TOO MUCH.

...THAT IS **EASY** FOR YOU TO SAY. IF ULTRON GAINS OUR GENETIC DATA, YOU AREN'T THE ONE WHO WILL BE MANIPULATED. OR CLONED. OR MIND-CONTROLLED.

THAT WON'T HAPPEN.

CLANK

NOT IF I *KILL* HIM FIRST.

GHAAAA!

OOF! EVEN FOR THE SENTINEL OF LIBERTY, THAT HAD TO--

WAIT, I ALREADY USED THAT LINE!

NO, CAPTAIN. YOU'RE GOING TO GET **YOURSELF** KILLED.

AND THE X-MEN **WON'T** SAVE YOU. NOT WHILE YOU WORK AGAINST US. WITH OUR COMBINED STRENGTH, WE CAN RE-BREACH THE FORTIFIED CRADLE AND DO WHAT NEEDS TO BE DONE.

IT'S TIME TO JOIN US. IT'S TIME TO GIVE UP.

NO, IT'S CLOBBERIN' TIME!

FINALLY!

THING! WHERE HAVE YOU *BEEN?*

WE WAS PARTYING DOWN ON THE BEACH.

BUT WE *KNEW* YOU NEEDED RESCUING! PICKED UP ON ALL THE SIGNS!

YEAH! WE DIDN'T LET OUR GUARD DOWN. NOT FOR ONE MOMENT.

ROCKET'S RIGHT. WE WAS *ALWAYS* ON THE LOOKOUT FOR DANGER.

BECAUSE THAT'S WHAT HEROES *DO.*

OR IT'S *POSSIBLE* THEY JUST RAN OUT OF TASTY *COLD BEVERAGES.*

NOW LET'S SEE IF THESE THINGS CAN HANDLE AN UP-CLOSE *ACORN BOMB!*

BLAAAM

OKAY, *TOO CLOSE!*

YOU'RE *RIGHT*, SQUIRREL GIRL.

CLOSE COMBAT DOESN'T CUT IT AGAINST A FORCE OF THIS SIZE. IF WE KEEP TAKING THESE THINGS OUT ONE BY ONE--

--THEY'LL EXHAUST AND OVERWHELM US.

WE NEED TO STEP BACK.

FORM A PLAN. AND--

GRRRRR!

JEFF? YOU HAVE AN IDEA?

JEFF'S WHIRLPOOL!

IT'S... SUCKING THEM IN!

YOU THINK THIS CAN TAKE DOWN ULTRON?

YOU ARE NOTHING! I AM EVERYTHING!

EVERYTH--

SCHLOOP

DID...DID YOU KNOW JEFF COULD...?

NUH-UH.

TRULY MAGNIFICENT.

SKRITCH SKRITCH

...

BURP!

OKAY, READERS--YOU ALL *SAW* JEFF GOBBLE UP ULTRON AND EVERY SINGLE ONE OF HIS ROBOTS, RIGHT? THAT WASN'T JUST ME?

THIS SHOULD WORK, MY FRIEND.

THAT LITTLE GUY SURE IS *POWERFUL!*

SOME MIGHT EVEN SAY... *OVERPOWERED!*

I WOULD NEVER SAY THAT. BUT *SOME* PEOPLE MIGHT!

AND WHILE JEFF IS PUKING OUT DEAD ROBOTS, LET'S SEE WHAT'S HAPPENING...

...LITERALLY *ANYWHERE* ELSE!

I AM TRULY RELIEVED.

WE DESTROYED ULTRON AND STOPPED THE VIRUS ***WITHOUT*** RESORTING TO THE ***DESTRUCTION*** OF CEREBRO!

THEY...THEY STILL DON'T UNDERSTAND.

THEN WE MUST **MAKE** THEM UNDERSTAND.

NO, T'CHALLA. WE HAVE NO IDEA WHAT ULTRON DID. WHAT MAY STILL BE...INSIDE IT.

CEREBRO IS COMPROMISED. AND MUST ***STILL*** BE ***DESTROYED!***

NOW!

NOT SO FAST, SLICK!

TRUST ME, WOLVERINE. I'M NOT GOING ANYWHERE UNTIL THIS IS SETTLED. NOW LET'S ALL JUST STAY CALM, AND--

EAT *NUTS!*

THWOOM

STOP... *FIGHTING* US!

WHY THIS *BLIND LOYALTY* TO CAPTAIN AMERICA?

CEREBRO *BELONGS* TO MUTANTS. IT CONTAINS *OUR* GENETIC INFORMATION. SO SHOULDN'T WE KNOW WHAT'S BEST FOR IT?

SORRY, STORM. BUT I'M WITH *CAPTAIN AMERICA* ALWAYS!

IF THERE'S *ONE* CONSTANT IN EVERY TIMELINE, ACROSS THE MULTIVERSE, IT'S THAT THERE ARE *NO* EVIL CAPTAIN AMERICAS!

THAT IS SADLY UNTRUE. IN MY TIMELINE, CAPTAIN AMERICA WAS SECRETLY A MEMBER OF HYDRA.

WAIT...*HYDRA?* REALLY?

FOR A TIME.

IT WAS COMPLICATED.

OKAY, BUT...LIKE I SAID...

...THERE ARE *VERY FEW* EVIL CAPTAIN AMERICAS!

ENOUGH TALKIN'!

AAAGH! CLAWS ON MY HEAD!

YOU CAN'T SCRATCH A *DIAMOND*, YOU FOOLISH RACCOON. BUT IT *IS* VERY ANNOYING!

YEAH, ANNOYING IS KIND OF ROCKET'S WHOLE *DEAL*.

ARE YOU SURE IT WAS *HYDRA?* AND NOT *4-H?*

GET OVER IT, BUB!

CEREBRO! IT'S ACTIVATING!

AND THAT'S... *GOOD?*

OH...SO I MAY HAVE SKIPPED OVER AN IMPORTANT BIT EARLIER.

WHEN ULTRON WAS UPLOADING THE VIRUS, HE KIIIIIIINDA UPLOADED HIS CONSCIOUSNESS TOO? AS A BACKUP PLAN?

WHICH ALLOWS HIM TO...

...WELL...

...*RESURRECT?* JUST A LITTLE?

I DIDN'T THINK HE WOULD NEED TO ACTUALLY *USE* IT! HE WAS KINDA KICKING EVERYONE'S BUTT!

TO ME...

...MY X-MEN.

GHA!

I CAN SEE WHY YOU GUARDED CEREBRO SO CLOSELY.

THE **POWER**... I AM SO MUCH **STRONGER** NOW!

FWOOM

I MISS THE BEACH.

ROCKET. DOREEN. ANY IDEAS?

YEAH, BEN. I WAS THINKING WE COULD GET JEFF TO EAT HIM AGAIN?

IF NAMOR AND JEFF HADN'T **DISAPPEARED** ON US!

AND THERE'S **MORE** WHERE **THAT** CAME FROM!

MUCH, **MUCH** MORE.

I NOW HAVE THE ABILITY TO TAKE OVER **ALL OF MUTANTKIND**-- WITH HUMANITY NOT FAR BEHIND.

YOU CAN BE MY WILLING SERVANTS... OR MY SLAVES. THE CHOICE IS **YOURS.**

I CHOOSE YOUR **DEATH!**

GHAA!

JUST ONE TINY... **POSSESSIVE DETERMINER**...AWAY FROM SPEAKING THE TRUTH.

SO CLOSE... MAGIK.

HRRRK-- GRRR.

KRAK

PLEASE... DON'T MAKE ME DAMAGE THE REST OF YOU.

BEEP BEEP BEEP

ULTRON... YOU...YOU ARE TRULY SO...

POWERFUL, BLACK PANTHER? DIABOLICAL?

SIMPLY INEVITABLE?

STUPID.

WHOA! MAGIK REMATERIALIZED ON ROCKET'S REBIRTH BATTLE BEACON!

AND IT'S RIGHT *BEHIND* ULTRON! DOES HE SEE HER?

LOL, I *GUESS NOT!*

FREE TIP, ULTRON-- MAYBE DON'T GO UP AGAINST *TEN* TRAINED FIGHTERS.

ESPECIALLY WHEN ONE IS A TELEPATH WHO CAN USE HER POWER TO HASH OUT BATTLE PLANS.

THOSE PEOPLE REALLY MESS WITH YOUR *HEAD!*

SPLASH

HEY, LOGAN... AREN'T YOU GLAD I BROUGHT A SWORD TO THE PARTY?

YEAH... OTHERWISE WE WOULDA HAD TO USE PSYLOCKE'S.

AND THE PARTY IS FINALLY OVER! MOSTLY. THERE'S STILL LIKE TWENTY POUNDS OF UNEATEN JACKFRUIT PATÉS.

SO LET'S...SKIP AHEAD A FEW HOURS, YEAH?

YOU'RE NOT MISSING MUCH. NAPPING. EATING. LETTING OTHER MUTANTS BACK INTO KRAKOA. NAPPING SOME MORE. AND THEN...

SO... THIS IS THE INFAMOUS QUIET COUNCIL.

WHERE THE LEADERS OF KRAKOA MEET AND MAKE DECISIONS ON BEHALF OF ALL MUTANTKIND... WHILE DRAGGING HUMANITY ALONG IN THEIR WAKE.

IF THIS SEAT'S NOT TAKEN, WE SHOULD HAVE A--

REMAIN ***STANDING***, CAPTAIN.

THAT IS ***NOT*** YOUR SEAT. THIS IS ***NOT*** YOUR ***PLACE***.

IN POINT OF FACT, I THOUGHT YOU HAD GONE THROUGH THE GATES AND ***LEFT*** KRAKOA BEHIND.

JUST ABOUT, EMMA. BUT I WAS LOOKING FOR YOU... AND FOR THAT EXACT HELMET.

ARE YOU GOING TO DESTROY CEREBRO?

IF I DID, DO YOU THINK YOU COULD STOP ME?

I WOULD CERTAINLY TRY.

BUT I THINK WE BOTH KNOW THE DANGER HAS PASSED.

IF THERE'S ONE THING I'VE LEARNED IN MY LONG AND WINDING LIFE...

...ONE THING I AM CERTAIN WE ***BOTH*** HAVE LEARNED...

"...DANGER DOES NOT SIMPLY *PASS.*

"IT LIES IN WAIT. IT GATHERS ITS STRENGTH.

"AND LOOKS FOR A MOMENT OF ***WEAKNESS***--IN WHICH TO STRIKE."

BUT PUT YOUR WEARY MIND AT REST, MY DEAR CAPTAIN.

I CANNOT BRING MYSELF TO DESTROY CEREBRO. NOT AFTER OUR VICTORY SEEMS SO ASSURED.

"AND I PRAY MY WEAKNESS DOES NOT DESTROY US *ALL.*"

THE END.